

Plaintiffs' Exhibit 11

UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
ALEXANDRIA DIVISION

UNITED STATES OF AMERICA,)
et al,)
)
Plaintiffs,)
) Case No.
-vs-) 1:23-cv-00108-LMB-
) JFA
GOOGLE, LLC,)
)
Defendant.)

** HIGHLY CONFIDENTIAL **

VIDEO RECORDED 30(b)(6) EXAMINATION

OF: GROUPEM

BY: SUSAN SCHIEKOFR

TAKEN ON

TUESDAY, SEPTEMBER 26, 2023

CERTIFIED STENOGRAPHER:

JESSIE WAACK, RDR, CRR, CCRR, NYRCR, NYACR,
CCR-NJ (No. 30XI008238700) CSR-TX (No. 11958)
CCR-WA (No. 21007264), CSR-CA (No. 14420),
REALTIME SYSTEMS ADMINISTRATOR
JOB NO.: 912924

<p style="text-align: right;">Page 10</p> <p>1 hmm. Does that make sense?</p> <p>2 A. Yes.</p> <p>3 Q. And then also, this is something</p> <p>4 that's different from a normal question,</p> <p>5 but try to let me finish my question before</p> <p>6 you start giving your answer even if you</p> <p>7 think you kind of know where I'm going.</p> <p>8 And similarly, I will try to let</p> <p>9 you finish your answer before I start</p> <p>10 asking the next question. Does that make</p> <p>11 sense?</p> <p>12 A. Yes.</p> <p>13 Q. Okay. And if anything isn't</p> <p>14 clear at any point, just ask me, and I'll</p> <p>15 do my best to clear it up.</p> <p>16 A. Will do.</p> <p>17 Q. Do you understand that the</p> <p>18 information you provide during this</p> <p>19 deposition may be used by the Department of</p> <p>20 Justice in other civil, criminal,</p> <p>21 administrator or regulatory cases or</p> <p>22 proceedings?</p> <p>23 A. I do.</p> <p>24 Q. You work in New York; is that</p> <p>25 right?</p>	<p style="text-align: right;">Page 12</p> <p>1 A. Yes.</p> <p>2 Q. And if at any point you feel like</p> <p>3 you have an answer to a question but it's</p> <p>4 not based on your personal knowledge but</p> <p>5 instead it's based on something you learned</p> <p>6 to prepare, will you just let me know and</p> <p>7 we'll kind of go from there?</p> <p>8 A. Yes.</p> <p>9 Q. Okay. Where were you born and</p> <p>10 raised?</p> <p>11 A. I was born in Staten Island,</p> <p>12 New York, and I was raised in Monmouth</p> <p>13 County, New Jersey.</p> <p>14 Q. Okay. Can you describe your</p> <p>15 educational background?</p> <p>16 A. Yes.</p> <p>17 I went undergrad to Montclair</p> <p>18 University in New Jersey, and master's</p> <p>19 in -- at NYU in New York.</p> <p>20 Q. Okay. What did you get your</p> <p>21 master's in?</p> <p>22 A. English and American literature.</p> <p>23 Q. Okay. How did you first get into</p> <p>24 advertising?</p> <p>25 A. I had an internship at a company</p>
<p style="text-align: right;">Page 11</p> <p>1 A. I do.</p> <p>2 Q. And you live in New York; is that</p> <p>3 right?</p> <p>4 A. I live in New Jersey.</p> <p>5 Q. Okay. Is there an office where</p> <p>6 you regularly work outside of New York?</p> <p>7 A. At home. I mean, we work three</p> <p>8 days a week at 3 World Trade Center.</p> <p>9 Q. Okay.</p> <p>10 A. And then Mondays and Fridays from</p> <p>11 home.</p> <p>12 Q. But outside of New York and</p> <p>13 New Jersey, there's nowhere else where you</p> <p>14 regularly work?</p> <p>15 A. No.</p> <p>16 Q. Okay. So for all of my</p> <p>17 questions, I'd like you to answer based on</p> <p>18 your personal knowledge.</p> <p>19 Does that make sense?</p> <p>20 A. Yes.</p> <p>21 Q. So unless I say otherwise, I'm</p> <p>22 not asking you about information that you</p> <p>23 learned in preparation for this deposition</p> <p>24 from other people at GroupM.</p> <p>25 Does that make sense?</p>	<p style="text-align: right;">Page 13</p> <p>1 that used to be called Ted Bates when I was</p> <p>2 19. And I did that. And then they offered</p> <p>3 me a job when I graduated.</p> <p>4 Q. And today you work at GroupM; is</p> <p>5 that right?</p> <p>6 A. Yes.</p> <p>7 Q. What's your title at GroupM?</p> <p>8 A. Chief digital investment officer.</p> <p>9 Q. Can you give us a brief</p> <p>10 description of your responsibilities?</p> <p>11 A. I have a small team at the center</p> <p>12 of GroupM. And there's agencies at GroupM,</p> <p>13 and clients sit within agencies.</p> <p>14 And our team at the center works</p> <p>15 with the client teams to figure out what</p> <p>16 are the partners that we want to do</p> <p>17 business with in terms of things like</p> <p>18 pricing, first-to-markets, research,</p> <p>19 basically to provide value for the clients</p> <p>20 for the money that they're spending across</p> <p>21 GroupM and the agencies.</p> <p>22 Q. Let me ask you a little bit about</p> <p>23 each of those.</p> <p>24 So what do you and your team do</p> <p>25 with respect to pricing?</p>

<p style="text-align: right;">Page 14</p> <p>1 A. We calibrate the market. We</p> <p>2 represent anything that's digital, right?</p> <p>3 So there's TV buyers that will buy the</p> <p>4 upfront that's been pretty traditional.</p> <p>5 I mean, for years and years where</p> <p>6 they'll buy, like, prime time on NBC or</p> <p>7 sports on NBC. And as the markets have</p> <p>8 evolved with digital, there's always the</p> <p>9 digital components to negotiate.</p> <p>10 So we will negotiate anything</p> <p>11 that's digital across television, radio,</p> <p>12 pure-play digital.</p> <p>13 Q. And I think one of the things you</p> <p>14 said your team does is first-to-markets.</p> <p>15 Could you explain what that is?</p> <p>16 A. There could be a beta with a</p> <p>17 particular property. Or like Netflix is</p> <p>18 coming to us. They just started an</p> <p>19 advertising offering and they're going to</p> <p>20 have special sponsorships that are</p> <p>21 available to advertisers.</p> <p>22 So we would look at that, look at</p> <p>23 the price to see if it's something we want</p> <p>24 to bring forth to our clients, and then we</p> <p>25 bring it forth to our clients. If a client</p>	<p style="text-align: right;">Page 16</p> <p>1 long time. Before GroupM I was at Ogilvy.</p> <p>2 So I was at Ogilvy for most of my career.</p> <p>3 And I started the digital media offering</p> <p>4 within Ogilvy.</p> <p>5 And then I had my third child and</p> <p>6 I went part time for a long time. And in</p> <p>7 -- so that was probably, like, '98 I went</p> <p>8 part-time.</p> <p>9 And then in 2010, I was ready to</p> <p>10 come back on a more full-time basis. There</p> <p>11 was an opportunity at GroupM to run the</p> <p>12 AT&T business, which was a large digital</p> <p>13 advertiser at the time, so I interviewed</p> <p>14 for that and I got it.</p> <p>15 And I went over to what was then</p> <p>16 MEC, which was a GroupM agency, and I ran</p> <p>17 the AT&T digital business.</p> <p>18 Q. And what came next after that?</p> <p>19 A. So then I was promoted to</p> <p>20 president of digital in '14, I think it --</p> <p>21 no, it could have been -- either '12 or</p> <p>22 '13 -- no, probably, like, '13. And I got</p> <p>23 promoted and did not enjoy the job at all</p> <p>24 and left.</p> <p>25 And then the GroupM offered me a</p>
<p style="text-align: right;">Page 15</p> <p>1 is interested, then we would negotiate from</p> <p>2 there, what does that sponsorship look</p> <p>3 like.</p> <p>4 Q. And I think one of the things you</p> <p>5 said was research.</p> <p>6 Can you describe what you and</p> <p>7 your team do for research?</p> <p>8 A. So I have a separate research</p> <p>9 team. We don't do the research ourselves,</p> <p>10 but we could say, we're going to</p> <p>11 negotiate -- you know, for every client</p> <p>12 that spends a million dollars with a</p> <p>13 particular property, there could be, you</p> <p>14 know, six brand list studies to determine,</p> <p>15 you know, did the advertising have an</p> <p>16 impact in a positive manner.</p> <p>17 Q. When did you first start working</p> <p>18 at GroupM, roughly?</p> <p>19 A. In 2010.</p> <p>20 Q. Can you give us a brief overview</p> <p>21 of sort of how your role and</p> <p>22 responsibilities have changed in GroupM</p> <p>23 over time?</p> <p>24 A. Yes.</p> <p>25 So I have been part of WPP for a</p>	<p style="text-align: right;">Page 17</p> <p>1 job at the center, right? So not at the</p> <p>2 particular agencies but at the center. I</p> <p>3 worked -- went to work for a gentleman</p> <p>4 named Ari Bluman who was -- who had my job,</p> <p>5 chief digital officer.</p> <p>6 And that was in -- that was</p> <p>7 July 2014. Almost two weeks after I</p> <p>8 started working for him, he was diagnosed</p> <p>9 with leukemia. So that was two years.</p> <p>10 And then he passed away, and I</p> <p>11 was promoted into his position in '16. So</p> <p>12 I've been doing this particular job since</p> <p>13 '16.</p> <p>14 Q. Okay. Let me ask you one</p> <p>15 question about GroupM's organization.</p> <p>16 Does GroupM have different teams</p> <p>17 that focus on different types of</p> <p>18 advertising?</p> <p>19 MR. HUNSBERGER: Object to form.</p> <p>20 BY MR. VERNON:</p> <p>21 Q. And so, in general, if either</p> <p>22 your counsel or Google's counsel objects,</p> <p>23 you can wait for them to object and then</p> <p>24 answer. If counsel instructs you not to</p> <p>25 answer, then that's a different thing --</p>

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<p>1 THE WITNESS: Yeah, yeah.</p> <p>2 I mean, it's a complement to an</p> <p>3 overall buy. Again, like, a client</p> <p>4 that spends a lot of money in market</p> <p>5 that has a combination of brand and</p> <p>6 efficiency goals will use a mix of</p> <p>7 media as broad as network television</p> <p>8 and, like, all the way through to</p> <p>9 search -- right? -- as narrow as</p> <p>10 search.</p> <p>11 So it's really -- you know, it's</p> <p>12 what clients think -- like a</p> <p>13 combination of it's the creative, it's</p> <p>14 the media and it's the offer. So what</p> <p>15 do those three -- what's the most</p> <p>16 efficient way.</p> <p>17 And, again, this is where the</p> <p>18 planners use syndicated research to</p> <p>19 find the audiences. They develop the</p> <p>20 channels, and then the buyers will go</p> <p>21 and pick the individual properties</p> <p>22 within those channels, right?</p> <p>23 And if it's an only-display</p> <p>24 campaign, we do those too, but they're</p> <p>25 just not as prevalent with the types of</p>	<p>1 they could also just have a display ad</p> <p>2 that -- that runs in the feed.</p> <p>3 It's either called static, it</p> <p>4 could be called rich media, but that's</p> <p>5 considered display.</p> <p>6 BY MR. VERNON:</p> <p>7 Q. Let me ask you: What differences</p> <p>8 are there, if any, between social and</p> <p>9 programmatic?</p> <p>10 MR. HUNSBERGER: Object to form.</p> <p>11 MS. KLAUSNER: Objection to the</p> <p>12 form.</p> <p>13 THE WITNESS: So social -- well,</p> <p>14 social is also bought programmatically,</p> <p>15 but it's in platform with the</p> <p>16 individual social companies.</p> <p>17 BY MR. VERNON:</p> <p>18 Q. Have you ever heard the phrase</p> <p>19 "open web display"?</p> <p>20 A. Yes.</p> <p>21 Q. What's your understanding of what</p> <p>22 open web display means?</p> <p>23 A. That means -- and it could be</p> <p>24 through -- operated through a DSP. It also</p> <p>25 could be operated on an IO basis where</p>
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<p>1 advertisers that we have.</p> <p>2 BY MR. VERNON:</p> <p>3 Q. Why do you say that it's not as</p> <p>4 common, I guess, for GroupM to do</p> <p>5 only-display campaigns?</p> <p>6 MR. HUNSBERGER: Object to form.</p> <p>7 MS. KLAUSNER: Objection to the</p> <p>8 form.</p> <p>9 THE WITNESS: It's -- our client</p> <p>10 base is big important brands, and they</p> <p>11 use a combination of video, audio,</p> <p>12 display, and display could also be</p> <p>13 print and newspapers -- right? -- like</p> <p>14 a printed form of communication.</p> <p>15 So it depends what the messaging</p> <p>16 is and do they have the creative, you</p> <p>17 know, for video or only display or</p> <p>18 printed word or audio, podcasting.</p> <p>19 BY MR. VERNON:</p> <p>20 Q. What differences, if any, are</p> <p>21 there between display and social?</p> <p>22 MR. HUNSBERGER: Object to form.</p> <p>23 THE WITNESS: Well, social can</p> <p>24 have display, right? So social has a</p> <p>25 combination of video formats, and then</p>	<p>1 you'll having aggregators of content that</p> <p>2 will do the job of monetizing those</p> <p>3 websites.</p> <p>4 So they'll cobble together. You</p> <p>5 know, like -- I'll give Daily Mail as an</p> <p>6 example, right? Daily Mail is not a</p> <p>7 property that most of our clients want to</p> <p>8 run with. Some do. But most of them</p> <p>9 don't. It's just, you know,</p> <p>10 sensationalist. It's a form of news that</p> <p>11 is -- you know, not of maybe the highest</p> <p>12 quality.</p> <p>13 And Daily Mail, because people</p> <p>14 love it -- right? -- like, the numbers are</p> <p>15 huge, like, they have a ton of scale to</p> <p>16 monetize. So they'll do deals with</p> <p>17 everybody, right? Like, they'll do deals</p> <p>18 with, you know, any -- basically any</p> <p>19 aggregator of sites.</p> <p>20 Like our job is -- and this is</p> <p>21 what we do at the center -- is we work with</p> <p>22 our individual clients to say, what types</p> <p>23 of ads do you want to be associated -- or</p> <p>24 what type of publishers do you feel is</p> <p>25 brand suitable for your brand.</p>

<p style="text-align: right;">Page 46</p> <p>1 So if our advertisers say, I</p> <p>2 don't want to be in news, which happens a</p> <p>3 lot unfortunately for the quality news,</p> <p>4 we'll have an exclusion list to say we're</p> <p>5 not buying news.</p> <p>6 So while an advertiser may want</p> <p>7 to be on an open web or open exchange, part</p> <p>8 of what we do is to make sure that we're</p> <p>9 only buying the -- what we think is brand</p> <p>10 suitable for a client on the open exchange.</p> <p>11 Q. What differences are there, if</p> <p>12 any, between open web display and social</p> <p>13 advertising?</p> <p>14 MR. HUNSBERGER: Object to form.</p> <p>15 THE WITNESS: So open exchange is</p> <p>16 just a compilation of what basically a</p> <p>17 reseller has put together. You know,</p> <p>18 social is platform specific.</p> <p>19 And I'm sorry, what was the</p> <p>20 third? You said open web and --</p> <p>21 BY MR. VERNON:</p> <p>22 Q. And social. There wasn't is a</p> <p>23 third.</p> <p>24 A. Okay, okay.</p> <p>25 Q. Have you ever heard the term</p>	<p style="text-align: right;">Page 48</p> <p>1 words open web. We call it exchanges.</p> <p>2 BY MR. VERNON:</p> <p>3 Q. Okay. But fair to say that at</p> <p>4 least some of the time GroupM recommends</p> <p>5 that its clients buy ads through an</p> <p>6 exchange?</p> <p>7 MR. HUNSBERGER: Object to form.</p> <p>8 THE WITNESS: Yes.</p> <p>9 BY MR. VERNON:</p> <p>10 Q. Why does GroupM recommend at</p> <p>11 least some of the time that its clients buy</p> <p>12 ads through an exchange?</p> <p>13 A. Because you can build audiences</p> <p>14 quickly. You can find -- again, like, back</p> <p>15 to those broad target audiences, like, you</p> <p>16 could find people easily at scale at a</p> <p>17 really cheap CPM.</p> <p>18 Q. Can you give me just a ballpark</p> <p>19 range of the CPM? I don't want you to</p> <p>20 refer to anything confidential, but just</p> <p>21 kind of a rough guideline form.</p> <p>22 A. Well, I'll -- okay.</p> <p>23 MR. HUNSBERGER: Object to form.</p> <p>24 MS. KLAUSNER: Do you have any</p> <p>25 problem doing a rough range?</p>
<p style="text-align: right;">Page 47</p> <p>1 social jail?</p> <p>2 MR. HUNSBERGER: Object to form.</p> <p>3 MS. KLAUSNER: Objection to the</p> <p>4 form.</p> <p>5 THE WITNESS: I mean, I know --</p> <p>6 yeah, I mean, if a user is -- you know,</p> <p>7 posted something that people reported,</p> <p>8 then they go in social jail.</p> <p>9 BY MR. VERNON:</p> <p>10 Q. I was referring to something</p> <p>11 different.</p> <p>12 Have you ever heard the phrase</p> <p>13 social jail in the context of advertising?</p> <p>14 MR. HUNSBERGER: Object to form.</p> <p>15 THE WITNESS: No.</p> <p>16 BY MR. VERNON:</p> <p>17 Q. No, okay.</p> <p>18 From what you were saying before,</p> <p>19 it sounds like GroupM recommends for its</p> <p>20 clients at least some of the time that they</p> <p>21 buy ads on the open web; is that fair?</p> <p>22 MR. HUNSBERGER: Object to form.</p> <p>23 MS. KLAUSNER: Objection to the</p> <p>24 form.</p> <p>25 THE WITNESS: We don't used the</p>	<p style="text-align: right;">Page 49</p> <p>1 THE WITNESS: No.</p> <p>2 MR. HUNSBERGER: Is it</p> <p>3 industrywide? Not GroupM wide. Give</p> <p>4 an industrywide.</p> <p>5 THE WITNESS: I mean...</p> <p>6 MR. HUNSBERGER: Or is it too</p> <p>7 hard to --</p> <p>8 THE WITNESS: It's really hard.</p> <p>9 You know, I've worked for clients that</p> <p>10 -- and one of them, they're not GroupM</p> <p>11 anymore, so I can -- I think I can say</p> <p>12 it.</p> <p>13 But like, I mean, I've worked for</p> <p>14 clients who have said, I'm not paying</p> <p>15 more than a dollar -- right? -- that's</p> <p>16 really, really cheap.</p> <p>17 But it could be -- for display,</p> <p>18 it could up to 7, I guess, maybe 9 if</p> <p>19 it's more of, like, a little bit more</p> <p>20 quality. But it's low. It's below \$10</p> <p>21 for the most part.</p> <p>22 BY MR. VERNON:</p> <p>23 Q. How do the CPMs for display</p> <p>24 purchased through an exchange compared to</p> <p>25 CPMs for social, in general?</p>

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1 heard.

2 (Whereupon, Exhibit 7 is marked

3 for identification.)

4 MR. HUNSBERGER: I'm marking as

5 Exhibit 7 a document produced by the

6 U.S. Census. Exhibit 7 is a document

7 bearing the Bates

8 CENSUS-ADS-0000273284.

9 MR. VERNON: Can we go off the

10 record for one second?

11 MR. HUNSBERGER: Yes.

12 THE VIDEOGRAPHER: The time is

13 2:28 p.m.

14 We're off the record.

15 (Whereupon, a recess was taken at

16 2:28 P.M.)

17 THE VIDEOGRAPHER: The time is

18 2:31 p.m.

19 We're on the record.

20 BY MR. HUNSBERGER:

21 Q. Do you have any reason to believe

22 that this is not a true and correct copy of

23 a contract between the Census and Young &

24 Rubicam?

25 MS. KLAUSNER: Objection to the

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1 form.

2 THE WITNESS: No.

3 BY MR. HUNSBERGER:

4 Q. Looking at the first page of the

5 document ending in Bates 284, box Number 7,

6 name and address of contractor, Young &

7 Rubicam, Inc.?

8 A. Yes.

9 Q. Young & Rubicam is a WPP company,

10 correct?

11 A. Yes.

12 Q. You can set this exhibit aside.

13 Wavemaker manages the U.S. Navy

14 account; is that correct?

15 MS. KLAUSNER: Objection to the

16 form.

17 THE WITNESS: Yes.

18 BY MR. HUNSBERGER:

19 Q. Does Wavemaker buy digital

20 advertising for U.S. Navy campaigns?

21 MR. VERNON: Objection to form --

22 THE WITNESS: I believe so.

23 Again, not that close to it.

24 MR. VERNON: -- and foundation.

25 ///

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1 BY MR. HUNSBERGER:

2 Q. Does Wavemaker use Google

3 products to buy digital advertising for

4 U.S. Navy campaigns?

5 A. I don't know.

6 Q. When the census contract was in

7 effect, did a GroupM entity buy -- a GroupM

8 or an affiliated entity buy digital

9 advertising for Census Bureau campaigns?

10 A. Yes.

11 MR. VERNON: Objection to form

12 and foundation.

13 BY MR. HUNSBERGER:

14 Q. Does the GroupM affiliated entity

15 use Google products to buy digital

16 advertising for Census Bureau campaigns?

17 A. I don't know the details of what

18 they bought. I'd have to look.

19 MR. VERNON: Objection to form

20 and foundation.

21 BY MR. HUNSBERGER:

22 Q. Does GroupM have a contract with

23 Google to make purchases on DV360?

24 A. Yes.

25 Q. Does GroupM have a contract to

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1 make purchases -- a contract with Google to

2 make purchases on Google Ads?

3 A. Yes.

4 Q. Did GroupM negotiate the DV360

5 contract?

6 A. Yes.

7 Q. Did GroupM negotiate the Google

8 Ads contract?

9 A. Yes.

10 Q. Was the U.S. Navy involved in

11 GroupM's negotiations for the DV360

12 contract?

13 MR. VERNON: Objection to form

14 and foundation.

15 THE WITNESS: No, no. Those

16 contracts are done at the center, not

17 by individual accounts.

18 BY MR. HUNSBERGER:

19 Q. What do you mean when you say "at

20 the center"?

21 A. When there's a negotiated

22 agreement on, like, the master service

23 agreements, whether it's platform or

24 YouTube, that's done at the center.

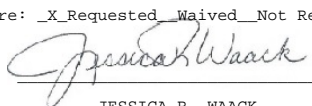
25 So it's not as if the individual

<p style="text-align: right;">Page 170</p> <p>1 accounts -- like, we do it on behalf of all</p> <p>2 of the accounts, and they use our contract.</p> <p>3 Q. Was the Navy involved in GroupM's</p> <p>4 negotiations with Google for the Google Ads</p> <p>5 contract?</p> <p>6 A. For the contract, no.</p> <p>7 MR. VERNON: Objection to form</p> <p>8 and foundation.</p> <p>9 BY MR. HUNSBERGER:</p> <p>10 Q. To your knowledge, was the Census</p> <p>11 involved in GroupM's negotiations for the</p> <p>12 DV360 contract?</p> <p>13 MR. VERNON: Objection to form</p> <p>14 and foundation.</p> <p>15 THE WITNESS: Not the central</p> <p>16 one.</p> <p>17 BY MR. HUNSBERGER:</p> <p>18 Q. Does GroupM pay Google for the</p> <p>19 use of Google's ad tech products --</p> <p>20 A. Yes.</p> <p>21 Q. -- in the campaigns that GroupM</p> <p>22 runs for the Navy?</p> <p>23 MR. VERNON: Objection. Form and</p> <p>24 foundation.</p> <p>25 MS. KLAUSNER: Objection to the</p>	<p style="text-align: right;">Page 172</p> <p>1 and foundation.</p> <p>2 BY MR. HUNSBERGER:</p> <p>3 Q. -- for use of Google's ad tech</p> <p>4 products?</p> <p>5 MS. KLAUSNER: Objection to the</p> <p>6 form.</p> <p>7 THE WITNESS: On behalf of our</p> <p>8 clients, yes. We don't have a separate</p> <p>9 GroupM bill. It's on behalf of the</p> <p>10 clients.</p> <p>11 BY MR. HUNSBERGER:</p> <p>12 Q. Does the Navy directly pay Google</p> <p>13 for use of its ad tech products --</p> <p>14 MS. KLAUSNER: Objection to the</p> <p>15 form.</p> <p>16 MR. VERNON: Objection to form</p> <p>17 and foundation.</p> <p>18 BY MR. HUNSBERGER:</p> <p>19 Q. -- that GroupM runs on behalf of</p> <p>20 the Navy?</p> <p>21 MS. KLAUSNER: Objection to the</p> <p>22 form.</p> <p>23 THE WITNESS: I don't know. Some</p> <p>24 clients do pay Google. They want their</p> <p>25 billing directly with Google. Some of</p>
<p style="text-align: right;">Page 171</p> <p>1 form.</p> <p>2 THE WITNESS: Like, we pay for</p> <p>3 any campaign. We pay for the media or</p> <p>4 the tech fee. Like -- I mean, I assume</p> <p>5 it applies to the Navy as well.</p> <p>6 BY MR. HUNSBERGER:</p> <p>7 Q. GroupM pays Google the tech fee</p> <p>8 for use of Google's ad tech products in the</p> <p>9 campaigns GroupM runs for advertisers?</p> <p>10 MR. VERNON: Objection to form</p> <p>11 and foundation.</p> <p>12 MS. KLAUSNER: Objection to the</p> <p>13 form.</p> <p>14 THE WITNESS: The client pays.</p> <p>15 It's part of the client fees. We don't</p> <p>16 separate out -- we don't pay a tech fee</p> <p>17 to Google that's separate from the</p> <p>18 clients.</p> <p>19 The clients use the centrally</p> <p>20 negotiated tech fee and they apply it</p> <p>21 to individual campaigns.</p> <p>22 BY MR. HUNSBERGER:</p> <p>23 Q. Does GroupM make a payment to</p> <p>24 Google --</p> <p>25 MR. VERNON: Objection to form</p>	<p style="text-align: right;">Page 173</p> <p>1 our clients do that and they bypass</p> <p>2 WeManage, but the billing is direct.</p> <p>3 Most of our clients go through the</p> <p>4 GroupM finance system.</p> <p>5 But there are clients that do do</p> <p>6 the billing set up directly with</p> <p>7 Google, but I don't have a list of</p> <p>8 who's in or who's out.</p> <p>9 BY MR. HUNSBERGER:</p> <p>10 Q. To your knowledge, does the Navy</p> <p>11 directly pay Google for the use -- for</p> <p>12 GroupM's use of Google ad tech products in</p> <p>13 the Navy campaigns?</p> <p>14 MS. KLAUSNER: Objection to the</p> <p>15 form.</p> <p>16 MR. VERNON: Objection to form</p> <p>17 and foundation.</p> <p>18 THE WITNESS: They pay. I just</p> <p>19 don't know if they pay directly or they</p> <p>20 pay through us.</p> <p>21 BY MR. HUNSBERGER:</p> <p>22 Q. I'd like to shift gears slightly,</p> <p>23 go to another topic.</p> <p>24 Did you testify earlier about</p> <p>25 WPP's investment in the ad tech --</p>

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1 this deposition today. We have no
2 further questions, so we just wanted to
3 say thank you, we appreciate it.
4 THE WITNESS: You're welcome.
5 MS. KLAUSNER: Great.
6 MR. HUNSBERGER: Thank you to the
7 witness and counsel.
8 MS. KLAUSNER: Thank you.
9 THE VIDEOGRAPHER: The time is
10 3:05 p.m.
11 We're off the record.
12 (Time noted: 3:05 p.m.)
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21
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23
24
25

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1 REPORTER CERTIFICATE
2 I, the undersigned, do hereby certify:
3 That SUSAN SCHIEKOFR was by me duly
4 sworn in the within-entitled cause; that
5 said deposition was taken at the time and
6 place herein named; and that the deposition
7 is a true record of the witness's testimony
8 as reported by me, a disinterested person,
9 and thereafter a total of 186 was
10 transcribed.
11 I further certify that I am not
12 interested in the outcome of the said
13 action, nor connected with, nor related to
14 any of the parties in said action, nor to
15 their respective counsel.
16 IN WITNESS WHEREOF, I have hereunto set
17 my hand this 26th day of September, 2023.
18 Signature: XRequested Waived Not Requested
19 
20 JESSICA R. WAACK
21 Registered Diplomat Reporter
22 Certified Realtime Reporter
23 California Certified Realtime Reporter
24 New York Realtime Court Reporter
25 New York Association Court Reporter
Notary Public, State of New York
CCR-NJ (No. 30XI008238700) CSR-TX (No. 11958)
CCR-WA (No. 21007264), CSR-CA (No. 14420)

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1 INSTRUCTIONS TO WITNESS
2
3 Please read your deposition over
4 carefully and make any necessary
5 corrections. You should state the reason
6 in the appropriate space on the errata
7 sheet for any corrections that are made.
8 After doing so, please sign the
9 errata sheet and date it.
10 You are signing same subject to
11 the changes you have noted on the errata
12 sheet, which will be attached to your
13 deposition.
14 It is imperative that you return
15 the original errata sheet to the deposing
16 attorney within thirty (30) days of
17 receipt of the deposition transcript by
18 you. If you fail to do so, the deposition
19 transcript may be deemed to be accurate
20 and may be used in court.
21
22
23
24
25

Page 185

1 DECLARATION UNDER PENALTY OF PERJURY
2 USA VS. GOOGLE
3 Date of Deposition: September 26, 2023
4
5
6 I, SUSAN SCHIEKOFR, hereby
7 certify under penalty of perjury under the
8 laws of the State of _____ that
9 the foregoing is true and correct.
10
11 Executed this ____ day of _____, 2023,
12 at _____.
13
14
15 _____
16 SUSAN SCHIEKOFR
17
18 SUBSCRIBED AND SWORN BEFORE ME
19 THIS ____ DAY OF _____, 20
20 _____
21 NOTARY PUBLIC
22 MY COMMISSION EXPIRES: _____
23
24
25

1 DECLARATION UNDER PENALTY OF PERJURY

2 USA VS. GOOGLE

3 Date of Deposition: September 26, 2023

4
5
6 I, SUSAN SCHIEKOFE, hereby
7 certify under penalty of perjury under the
8 laws of the State of New York that
9 the foregoing is true and correct.

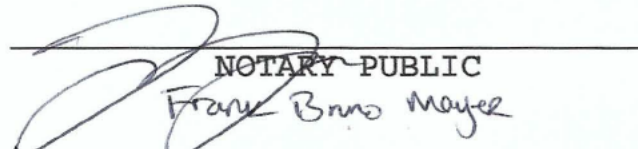
10
11 Executed this 2nd day of Nov, 2023,
12 at 279 Millburn Ave Millburn, NJ 07041

13
14
15 

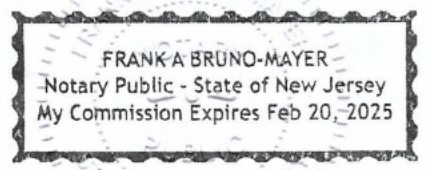
16 SUSAN SCHIEKOFE

17
18 SUBSCRIBED AND SWORN BEFORE ME

19 THIS 2nd DAY OF November, 2023

20
21 
22 NOTARY PUBLIC

23 MY COMMISSION EXPIRES: _____

24
25 
FRANK A BRUNO-MAYER
Notary Public - State of New Jersey
My Commission Expires Feb 20, 2025

ERRATA SHEET

USA VS. GOOGLE

WITNESS: SUSAN SCHIEKOFR

Date of Deposition: September 26, 2023

Reason Codes: 1. Clarify the record
 2. Conform to the facts
 3. Correct transcription errors

Page	Line	Reason
From	To	
Page 40	Line 24	Reason 2
Page	To	
Page	Line	Reason
From display	To video	
Page 54	Line 9	Reason 2
From OpenX	To SpotX	
Page 65	Line 9	Reason 3
From isn't	To is an	
Page 78	Line 23	Reason 2
From organic	To natural	
Page 85	Line 9	Reason 2
From GroupM at one point	To GroupM's 24/7 product	
Page 164	Line 21	Reason 2
From That was -- census was Maxus	To That was -- Census was Wavemaker. Strike: So Maxus -- Maxus became part of Essence. So it's either under Essence or Maxus.	
Page	Line	Reason
From	To	
Page	Line	Reason
From	To	
Page	Line	Reason
From	To	
Page	Line	Reason
From	To	
Page	Line	Reason
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Page	Line	Reason
From	To	


 SUSAN SCHIEKOFR